

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AGWAY FARM & HOME SUPPLY, LLC,

Debtor.¹

Chapter 11

Case No. 22-10602 (JKS)

Objection Deadline: November 20, 2023 at 4:00 p.m. (ET)

Hearing Date: Scheduled only if Necessary

**THIRTEENTH MONTHLY APPLICATION FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF PACHULSKI STANG ZIEHL & JONES LLP,
AS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD OF AUGUST 1, 2023 THROUGH AUGUST 31, 2023**

Name of Applicant:	Pachulski Stang Ziehl & Jones LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	August 20, 2022 by Order entered September 21, 2022
Period for which Compensation and Reimbursement is Sought:	August 1, 2023 – August 31, 2023
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$35,719.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$83.75

This is a: ☒ monthly ☐ interim ☐ final application.

The total time expended for preparation of this monthly fee application is approximately 2 hours and the corresponding compensation requested is approximately \$2,000.00.

¹ The last four digits of the Debtor's federal tax identification number are 1247. The Debtor's address is 6606 W. Broad Street, Richmond, VA 23230.

PRIOR MONTHLY APPLICATIONS FILED

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
10.07.22	07.20.22 – 08.31.22	\$263,934.50	\$ 391.68	\$263,934.50	\$ 391.68
10.28.22	09.01.22 – 09.30.22	\$135,367.50	\$ 84.20	\$135,367.50	\$ 84.20
12.09.22	10.01.22 – 10.31.22	\$111,238.50	\$ 472.50	\$111,238.50	\$ 472.50
01.19.23	11.01.22 – 11.30.22	\$113,515.00	\$ 93.32	\$113,515.00	\$ 93.32
02.06.23	12.01.22 – 12.31.22	\$ 78,515.00	\$ 96.70	\$ 78,515.00	\$ 96.70
03.13.23	01.01.23 – 01.31.23	\$ 72,681.00	\$1,388.40	\$ 72,681.00	\$1,388.40
03.29.23	02.01.23 – 02.28.23	\$ 40,028.50	\$ 196.80	\$ 40,028.50	\$ 196.80
05.31.23	03.01.23 – 03.31.23	\$ 35,414.50	\$ 112.30	\$ 35,414.50	\$ 112.30
06.30.23	04.01.23 – 04.30.23	\$ 22,711.50	\$ 42.30	\$ 22,711.50	\$ 42.30
08.15.23 ²	05.01.23 – 05.31.23	\$ 56,129.00	\$ 203.40	\$ 56,129.00	\$ 203.40
09.27.23	06.01.23 – 06.30.23	\$ 9,526.50	\$ 2.27	\$ 9,526.50	\$ 2.27
10.18.23	7.01.23 – 07.31.23	\$ 17,234.50	\$ 30.40	Pending	Pending

PACHULSKI STANG ZIEHL & JONES LLP PROFESSIONALS

Name of Professional Individual	Position of the Applicant, Year of Obtaining License to Practice	Hourly Billing Rate	Total Hours Billed	Total Compensation
Bradford J. Sandler	Partner 1996	\$1,595.00	5.40	\$ 8,613.00
Mary F. Caloway	Counsel 1990	\$1,350.00	0.20	\$ 270.00
Paul John Labov	Partner, 2002	\$1,295.00	7.20	\$ 9,324.00
Colin R. Robinson	Counsel, 1997	\$1,095.00	12.90	\$14,125.50
Ian Densmore	Paralegal	\$545.00	4.90	\$ 2,670.50
Patricia J. Jeffries	Paralegal	\$545.00	0.30	\$ 163.50
Andrea R. Paul	Case Management Assistant	\$425.00	1.30	\$ 552.50

Grand Total: \$35,719.00**Total Hours: 32.20****Blended Rate: \$1,109.29**

² This invoice inadvertently included fees in the amount of \$22,711.50 and expenses in the amount of \$18.40 that were previously applied for in the April Monthly Fee Statement. The Firm will reduce its interim request by \$22,729.90 to account for the double billing. In addition, certain time for the month of June was also included in this May invoice.

COMPENSATION BY CATEGORY

Project Categories	Total Hours	Total Fees
Bankruptcy Litigation	0.40	\$ 379.00
Case Administration	5.00	\$ 2,674.00
PSZJ Compensation	1.10	\$ 914.50
Other Professional Compensation	1.50	\$ 1,762.50
Hearings	3.20	\$ 3,504.00
Plan and Disclosure Statement	21.00	\$26,485.00
Totals	32.20	\$35,719.00

EXPENSE SUMMARY

Expense Category	Service Provider³ (if applicable)	Total Expenses
Pacer – Court Research		\$ 6.15
Reproduction Expense		\$62.60
Working Meals		\$15.00
Total		\$ 83.75

³ PSZ&J may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AGWAY FARM & HOME SUPPLY, LLC,

Debtor.¹

Chapter 11

Case No. 22-10602 (JKS)

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**THIRTEENTH MONTHLY APPLICATION FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF PACHULSKI STANG ZIEHL & JONES LLP,
AS COUNSEL FOR THE AUGUST 1, 2023 THROUGH AUGUST 31, 2023**

Pursuant to sections 330 and 331 of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (collectively, the “Bankruptcy Rules”), and the Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals*, entered on August 3, 2022 [Docket No. 114] (the “Administrative Order”), Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”), counsel for the Official Committee of Unsecured Creditors (the “Committee”), hereby submits its *Thirteenth Monthly Application for Compensation and Reimbursement of Expenses for the Period of August 1, 2023 through August 31, 2023* (the “Application”).

By this Application, PSZJ seeks (i) a monthly interim allowance of compensation in the amount of \$35,719.00 and actual and necessary expenses in the amount of \$83.75 for a total allowance of \$35,802.75 and (ii) payment of \$28,575.20 (80% of the allowed fees pursuant to the Administrative Order) and reimbursement of \$83.75 (100% of the allowed expenses pursuant to the Compensation Procedures Order) for a total payment of \$28,658.95 for the period of August

¹ The last four digits of the Debtor’s federal tax identification number are 1247. The Debtor’s address is 6606 W. Broad Street, Richmond, VA 23230.

1, 2023 through August 31, 2023 (the “Interim Period”). In support of this Application, PSZJ respectfully represents as follows:

Background

1. On August 5, 2022 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtor is operating its business and managing its property as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in this chapter 11 case.

2. On August 18, 2022, the Office of the United States Trustee established the Committee pursuant to section 1102(a)(1) of the Bankruptcy Code, which currently is comprised of the following seven members: (i) The Scotts Company, LLC; (ii) Animal Health International, Inc.; (iii) Wildlife Sciences, LLC; (iv) Capital Forrest Products; (v) Gallagher North America, Inc.; (vi) Hub Group, Inc.; and (vii) American Wood Fibers, Inc.[Docket Nos. 118 and 289].

3. On August 3, 2022, the Court signed the Administrative Order, authorizing certain professionals (“Professionals”) to submit monthly applications for interim compensation and reimbursement for expenses, pursuant to the procedures specified therein. The Administrative Order provides, among other things, that a Professional may submit monthly fee applications. If no objections are made within ten (10) days after service of the monthly fee application the Debtor is authorized to pay the Professional eighty percent (80%) of the requested fees and one hundred percent (100%) of the requested expenses. Beginning with the period September 30, 2022, and at three-month intervals or such other intervals convenient to the Court, each Professional shall file and serve an interim application for allowance of the amounts sought in its monthly fee

applications for that period. All fees and expenses paid are on an interim basis until final allowance by the Court.

4. The retention of PSZJ, as counsel to the Committee, was approved effective as of August 20, 2022, by this Court's *Order Authorizing and Approving the Retention of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors, Effective as of August 20, 2022* [Docket No. 205] (the "Retention Order"). The Retention Order authorized PSZJ to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

PSZJ'S APPLICATION FOR COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES

Compensation Paid and Its Source

5. All services for which PSZ&J requests compensation were performed for or on behalf of the Committee. PSZ&J has received no payment and no promises for payment from any source other than the Debtor for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between PSZ&J and any other person other than the partners of PSZ&J for the sharing of compensation to be received for services rendered in this case. PSZ&J has not received a retainer in this case.

Fee Statements

6. The fee statement for the Interim Period is attached hereto as **Exhibit A**. This statement contains daily time logs describing the time spent by each attorney and paraprofessional during the Interim Period. To the best of PSZJ's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules and the Administrative Order. PSZJ's time reports are initially handwritten or directly entered in the billing system, by the

attorney or paralegal performing the described services. The time reports are organized on a daily basis. PSZJ is particularly sensitive to issues of “lumping” and, unless time was spent in one time frame on a variety of different matters for a particular client, separate time entries are set forth in the time reports. PSZJ’s charges for its professional services are based upon the time, nature, extent and value of such services and the cost of comparable services other than in a case under the Bankruptcy Code. To the extent it is feasible, PSZJ professionals attempt to work during travel.

Actual and Necessary Expenses

7. A summary of the actual and necessary expenses incurred by PSZJ for the Interim Period is attached hereto as part of **Exhibit A**. PSZJ customarily charges \$0.10 per page for photocopying expenses related to cases, such as this, arising in Delaware. PSZJ’s photocopying machines automatically record the number of copies made when the person that is doing the copying enters the client’s account number into a device attached to the photocopier. PSZJ summarizes each client’s photocopying charges on a daily basis.

8. PSZJ charges \$0.25 per page for out-going facsimile transmissions. There is no additional charge for long distance telephone calls on faxes. The charge for outgoing facsimile transmissions reflects PSZJ’s calculation of the actual costs incurred by PSZJ for the machines, supplies and extra labor expenses associated with sending telecopies and is reasonable in relation to the amount charged by outside vendors who provide similar services. PSZJ does not charge the Debtor for the receipt of faxes in this case.

9. With respect to providers of on-line legal research services (e.g., LEXIS and WESTLAW), PSZJ charges the standard usage rates these providers charge for computerized legal research. PSZJ bills its clients the actual amounts charged by such services, with no premium. Any volume discount received by PSZJ is passed on to the client.

10. PSZJ believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, PSZJ believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

Summary of Services Rendered

11. The names of the timekeepers of PSZJ who have rendered professional services in this case during the Interim Period are set forth in the attached **Exhibit A**. PSZJ, by and through such persons, has prepared and assisted in the preparation of various motions and orders submitted to the Court for consideration, advised the Committee on a regular basis with respect to various matters in connection with the Debtor's case, and performed all necessary professional services which are described and narrated in detail below. PSZJ's efforts have been extensive due to the size and complexity of the Debtor's case.

Summary of Services by Project

12. The services rendered by PSZJ during the Interim Period can be grouped into the categories set forth below. PSZJ attempted to place the services provided in the category that best relates to such services. However, because certain services may relate to one or more categories, services pertaining to one category may in fact be included in another category. These services performed, by categories, are generally described below, with a more detailed identification of the actual services provided set forth on the attached **Exhibit A**. Exhibit A identifies the attorneys and paraprofessionals who rendered services relating to each category, along with the number of hours for each individual and the total compensation sought for each category.

A. Bankruptcy Litigation

13. During the Interim Period, the Firm spent minimal time reviewing agendas for upcoming hearings.

Fees: \$379.00

Hours: .40

B. Case Administration

14. During the Interim Period, the Firm, among other things, reviewed correspondence and pleadings and forwarded them to appropriate parties, maintained calendar of critical dates and deadlines, and reviewed and followed up on various open case issues.

Fees: \$2,674.00

Hours: 5.00

C. PSZJ Compensation

15. During the Interim Period, the Firm prepared its May and June monthly fee statement and certificates of no objection regarding its prior monthly fee statements.

Fees: \$914.50

Hours: 1.10

D. Other Professional Compensation

16. During the Interim Period, the Firm, among other things, reviewed monthly fee applications of estate professionals, and prepared and filed certificates of no objection to previously filed monthly fee applications of the Committee's professionals.

Fees: \$1,762.50

Hours: 1.50

E. Hearings

17. During the Interim Period, the Firm prepared for and attended the disclosure statement hearing.

Fees: \$3,504.00

Hours: 3.20

F. Plan and Disclosure Statement

18. During the Interim Period, the Firm, among other things, (i) conferred with counsel regarding plan issues, including but not limited to, releases and exculpation, (ii) reviewed and analyzed a liquidation analysis; (iii) conferred with Committee members and professionals regarding plan releases; (iv) reviewed and revised a proposed amended plan and disclosure statement; (v) addressed plan issues; and (vi) reviewed and revised solicitation materials.

Fees: \$26,485.00

Hours: 21.00

Valuation of Services

19. Attorneys and paraprofessionals of PSZJ expended a total of 32.20 hours in connection with their representation of the Committee during the Interim Period, as follows:

Name of Professional Individual	Position of the Applicant, Year of Obtaining License to Practice	Hourly Billing Rate	Total Hours Billed	Total Compensation
Bradford J. Sandler	Partner 1996	\$1,595.00	5.40	\$ 8,613.00
Mary F. Caloway	Counsel 1990	\$1,350.00	0.20	\$ 270.00
Paul John Labov	Partner, 2002	\$1,295.00	7.20	\$ 9,324.00
Colin R. Robinson	Counsel, 1997	\$1,095.00	12.90	\$14,125.50
Ian Densmore	Paralegal	\$545.00	4.90	\$ 2,670.50
Patricia J. Jeffries	Paralegal	\$545.00	0.30	\$ 163.50
Andrea R. Paul	Case Management Assistant	\$425.00	1.30	\$ 552.50

Grand Total: \$35,719.00**Total Hours: 32.20****Blended Rate: \$1,109.29**

20. The nature of work performed by these persons is fully set forth in **Exhibit A** attached hereto. These are PSZJ's normal hourly rates for work of this character. The reasonable value of the services rendered by PSZJ for the Committee during the Interim Period is \$35,719.00.

21. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by PSZJ is fair and reasonable given (a) the

complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code. Moreover, PSZJ has reviewed the requirements of Del. Bankr. LR 2016-2 and the Administrative Order and believes that this Application complies with such Rule and Order.

WHEREFORE, PSZJ respectfully requests that, for the period of August 1, 2023 through August 31, 2023, (i) an interim allowance be made to PSZJ for compensation in the amount \$35,719.00 and actual and necessary expenses in the amount of \$83.75 for a total allowance of \$35,802.75 and (ii) payment of \$28,575.20 (80% of the allowed fees pursuant to the Administrative Order) and reimbursement of \$83.75 (100% of the allowed expenses pursuant to the Compensation Procedures Order) for a total payment of \$28,658.95, and for such other and further relief as this Court may deem just and proper.

Dated: November 8, 2023

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Colin R. Robinson

Robert J. Feinstein (admitted *pro hac vice*)
 Bradford J. Sandler (DE Bar No. 4142)
 Colin R. Robinson (DE Bar No. 5524)
 919 N. Market Street, 17th Floor
 Wilmington, DE 19801
 Telephone: (302) 652-4100
 Facsimile: (302) 652-4400
 Email: rfeinstein@pszjlaw.com
 bsandler@pszjlaw.com
 crobinson@pszjlaw.com

Counsel to the Official Committee of Unsecured Creditors

DECLARATION

STATE OF DELAWARE :
:
COUNTY OF NEW CASTLE :

Bradford J. Sandler, after being duly sworn according to law, deposes and says:

a) I am a partner with the applicant law firm Pachulski Stang Ziehl & Jones LLP, and am admitted to appear before this Court.

b) I am familiar with the legal services rendered by PSZJ as counsel to the Committee.

c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2, the Administrative Order signed on or about August 3, 2022 and submit that the Application substantially complies with such rule and orders.

/s/ Bradford J. Sandler

Bradford J. Sandler

EXHIBIT A

August 1, 2023 – August 31, 2023 Invoice



919 North Market Street
17th Floor
Wilmington, DE 19801

Agway Farms O.C.C.

August 31, 2023
Invoice 133755
Client 02312.00002

RE: Committee Representation

STATEMENT OF PROFESSIONAL SERVICES RENDERED THROUGH 08/31/2023

FEES	\$35,719.00
EXPENSES	\$83.75
TOTAL CURRENT CHARGES	\$35,802.75
BALANCE FORWARD	\$112,770.87
LAST PAYMENT	-\$18,211.50
TOTAL BALANCE DUE	\$130,362.12

Pachulski Stang Ziehl & Jones LLP
Agway Farms O.C.C.
Client 02312.00002

Page: 2
Invoice 133755
August 31, 2023

Summary of Services by Professional

<u>ID</u>	<u>Name</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
BJS	Sandler, Bradford J.	Partner	1,595.00	5.40	\$8,613.00
PJL	Labov, Paul J.	Partner	1,295.00	7.20	\$9,324.00
CRR	Robinson, Colin R.	Counsel	1,095.00	12.90	\$14,125.50
MFC	Caloway, Mary F.	Counsel	1,350.00	0.20	\$270.00
IDD	Densmore, Ian D.	Paralegal	545.00	4.90	\$2,670.50
PJJ	Jeffries, Patricia J.	Paralegal	545.00	0.30	\$163.50
ARP	Paul, Andrea R.	Case Management Assistant	425.00	1.30	\$552.50
			<hr/> 32.20		<hr/> \$35,719.00

Pachulski Stang Ziehl & Jones LLP
Agway Farms O.C.C.
Client 02312.00002

Page: 3
Invoice 133755
August 31, 2023

Summary of Services by Task Code

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
BL	Bankruptcy Litigation	0.40	\$379.00
CA	Case Administration	5.00	\$2,674.00
CP	PSZJ Compensation	1.10	\$914.50
CPO	Other Professional Compensation	1.50	\$1,762.50
HE	Hearings	3.20	\$3,504.00
PD	Plan and Disclosure Statement	21.00	\$26,485.00
		<hr/> 32.20	<hr/> \$35,719.00

Pachulski Stang Ziehl & Jones LLP
Agway Farms O.C.C.
Client 02312.00002

Page: 4
Invoice 133755
August 31, 2023

Summary of Expenses

<u>Description</u>	<u>Amount</u>
Working Meals	\$15.00
Pacer - Court Research	\$6.15
Reproduction Expense - @0.10 per page	\$62.60
	<hr/>
	\$83.75

Pachulski Stang Ziehl & Jones LLP
 Agway Farms O.C.C.
 Client 02312.00002

Page: 5
 Invoice 133755
 August 31, 2023

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bankruptcy Litigation						
08/24/2023	IDD	BL	Review Agenda for hearing on 8/28/2023 (.1); forward same to Counsel (.1)	0.20	545.00	\$109.00
08/31/2023	MFC	BL	Revise agenda and emails re same	0.20	1,350.00	\$270.00
				0.40		\$379.00
Case Administration						
08/01/2023	IDD	CA	Review docket to update Critical Dates Memo (.1); advise attorneys of upcoming deadlines (.1)	0.20	545.00	\$109.00
08/02/2023	IDD	CA	Review docket to update Critical Dates Memo (.1); advise attorneys of upcoming deadlines (.1)	0.20	545.00	\$109.00
08/03/2023	IDD	CA	Review docket to update Critical Dates Memo (.2); advise attorneys of upcoming deadlines (.1)	0.30	545.00	\$163.50
08/04/2023	IDD	CA	Review docket to update Critical Dates Memo (.1); advise attorneys of upcoming deadlines (.1)	0.20	545.00	\$109.00
08/07/2023	IDD	CA	Review docket to update Critical Dates Memo (.1); advise attorneys of upcoming deadlines (.1)	0.20	545.00	\$109.00
08/08/2023	ARP	CA	Maintain document control.	0.10	425.00	\$42.50
08/09/2023	IDD	CA	Review docket to update Critical Dates Memo (.2); advise attorneys of upcoming deadlines (.1)	0.30	545.00	\$163.50
08/11/2023	IDD	CA	Review docket to update critical dates memo (.2); advise attorneys of upcoming deadlines (.1)	0.30	545.00	\$163.50
08/14/2023	IDD	CA	Review docket to update critical dates memo (.2); advise attorneys of upcoming deadlines (.1)	0.30	545.00	\$163.50
08/15/2023	ARP	CA	Maintain document control.	0.20	425.00	\$85.00
08/15/2023	IDD	CA	Review docket to update critical dates memo (.1); advise attorneys of upcoming deadlines (.1)	0.20	545.00	\$109.00
08/16/2023	ARP	CA	Maintain document control.	0.10	425.00	\$42.50

Pachulski Stang Ziehl & Jones LLP
 Agway Farms O.C.C.
 Client 02312.00002

Page: 6
 Invoice 133755
 August 31, 2023

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
08/16/2023	IDD	CA	Review docket to update critical dates memo (.1); advise attorneys of upcoming deadlines (.1)	0.20	545.00	\$109.00
08/17/2023	ARP	CA	Maintain document control.	0.10	425.00	\$42.50
08/17/2023	IDD	CA	Review docket to update critical dates memo (.1); advise attorneys of upcoming deadlines (.1)	0.20	545.00	\$109.00
08/18/2023	IDD	CA	Review docket to update critical dates memo (.1); advise attorneys of upcoming deadlines (.1)	0.20	545.00	\$109.00
08/21/2023	ARP	CA	Maintain document control.	0.10	425.00	\$42.50
08/21/2023	IDD	CA	Review docket to update critical dates memo (.1); advise attorneys of upcoming deadlines (.1)	0.20	545.00	\$109.00
08/22/2023	ARP	CA	Maintain document control.	0.10	425.00	\$42.50
08/22/2023	IDD	CA	Review docket to update critical dates memo (.1); advise attorneys of upcoming deadlines (.1)	0.20	545.00	\$109.00
08/23/2023	ARP	CA	Maintain document control.	0.10	425.00	\$42.50
08/23/2023	IDD	CA	Review docket to update critical dates memo (.1); advise attorneys of upcoming deadlines (.1)	0.20	545.00	\$109.00
08/24/2023	IDD	CA	Review docket to update critical dates memo (.1); advise attorneys of upcoming deadlines (.1)	0.20	545.00	\$109.00
08/25/2023	BJS	CA	Review Amended Agenda and discuss critical dates	0.10	1,595.00	\$159.50
08/29/2023	ARP	CA	Manage data/files.	0.10	425.00	\$42.50
08/30/2023	ARP	CA	Manage data/files.	0.30	425.00	\$127.50
08/31/2023	ARP	CA	Manage data/files.	0.10	425.00	\$42.50
				5.00		\$2,674.00

PSZJ Compensation

08/11/2023	IDD	CP	Finalize PSZJ 10th Monthly Fee Application	0.20	545.00	\$109.00
08/15/2023	BJS	CP	Review and revise fee application	0.30	1,595.00	\$478.50

Pachulski Stang Ziehl & Jones LLP
 Agway Farms O.C.C.
 Client 02312.00002

Page: 7
 Invoice 133755
 August 31, 2023

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
08/15/2023	IDD	CP	File PSZJ 10th Monthly Fee Application with the Court (.2); serve same on required parties (.1)	0.30	545.00	\$163.50
08/23/2023	PJJ	CP	Draft June fee statement.	0.30	545.00	\$163.50
				1.10		\$914.50

Other Professional Compensation

08/04/2023	BJS	CPO	Review SBFB fee app	0.10	1,595.00	\$159.50
08/11/2023	BJS	CPO	Review MJ fee application	0.10	1,595.00	\$159.50
08/14/2023	BJS	CPO	Review RKE fee application	0.10	1,595.00	\$159.50
08/14/2023	BJS	CPO	Review focus fee application	0.10	1,595.00	\$159.50
08/14/2023	BJS	CPO	Review MJ fee application	0.10	1,595.00	\$159.50
08/14/2023	BJS	CPO	Review SBF fee application	0.10	1,595.00	\$159.50
08/21/2023	IDD	CPO	Draft Certificate of No Objection with proposed Order for FTI 3rd Interim Fee Application (.3); file same with the Court (.2); upload proposed Order to Judge's Chambers for approval (.1)	0.60	545.00	\$327.00
08/22/2023	BJS	CPO	Review debtor's staffing report	0.10	1,595.00	\$159.50
08/25/2023	BJS	CPO	Review FTI fee app	0.10	1,595.00	\$159.50
08/30/2023	BJS	CPO	Review RKE fee app	0.10	1,595.00	\$159.50
				1.50		\$1,762.50

Hearings

08/28/2023	CRR	HE	Prepare for hearing re conditional approval of disclosure statement.	1.70	1,095.00	\$1,861.50
08/28/2023	CRR	HE	Attend hearing re conditional approval of disclosure statement.	1.50	1,095.00	\$1,642.50
				3.20		\$3,504.00

Plan and Disclosure Statement

08/02/2023	BJS	PD	Teleconference with C.Robinson regarding releases	0.10	1,595.00	\$159.50
08/02/2023	CRR	PD	Discuss Plan release revision with Committee counsel.	0.20	1,095.00	\$219.00

Pachulski Stang Ziehl & Jones LLP
 Agway Farms O.C.C.
 Client 02312.00002

Page: 8
 Invoice 133755
 August 31, 2023

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
08/02/2023	CRR	PD	Prepare update to Committee re revised Plan.	0.40	1,095.00	\$438.00
08/02/2023	CRR	PD	Further discussions with Committee member re proposed Plan releases.	0.40	1,095.00	\$438.00
08/02/2023	PJL	PD	Correspondence on plan releases and internal discussion regarding same.	1.20	1,295.00	\$1,554.00
08/03/2023	CRR	PD	Emails with P. P. Labov, Debtors' counsel re proposed releases re post-petition.	0.40	1,095.00	\$438.00
08/04/2023	CRR	PD	Telephone conference with Debtor's counsel re revised Plan.	0.30	1,095.00	\$328.50
08/04/2023	CRR	PD	Communicate with committee member re release plan revisions.	0.30	1,095.00	\$328.50
08/04/2023	PJL	PD	Correspondence regarding releases.	0.20	1,295.00	\$259.00
08/06/2023	CRR	PD	Review and analyze Debtors' counter proposal re release language edits.	0.40	1,095.00	\$438.00
08/06/2023	CRR	PD	Communicate with P. P. Labov an B. B. Sandler re Debtors counter-proposal re release language.	0.20	1,095.00	\$219.00
08/07/2023	BJS	PD	Attention to plan/releases	0.30	1,595.00	\$478.50
08/07/2023	BJS	PD	Teleconference with C.Robinson regarding plan/releases	0.20	1,595.00	\$319.00
08/07/2023	BJS	PD	Review updated liquidation analysis	0.10	1,595.00	\$159.50
08/07/2023	BJS	PD	Review revised and amended plan	0.40	1,595.00	\$638.00
08/07/2023	BJS	PD	Review Motion to Approve DS	0.20	1,595.00	\$319.00
08/07/2023	CRR	PD	Review updated Plan and Disclosure Statement from Debtors.	0.90	1,095.00	\$985.50
08/07/2023	CRR	PD	Prepare, send update to Committee re filing version of Plan and Disclosure Statement.	0.60	1,095.00	\$657.00
08/07/2023	CRR	PD	Telephone discussion wiht FTI re updated liquidation analysis.	0.20	1,095.00	\$219.00
08/07/2023	CRR	PD	Review updated liquidation analysis re Disclosure Statement.	0.40	1,095.00	\$438.00
08/07/2023	CRR	PD	Communicate with Debtors' counsel re proposed hearing date for disclosure statement approval.	0.20	1,095.00	\$219.00
08/07/2023	PJL	PD	Review revised release language in plan.	0.40	1,295.00	\$518.00

Pachulski Stang Ziehl & Jones LLP
 Agway Farms O.C.C.
 Client 02312.00002

Page: 9
 Invoice 133755
 August 31, 2023

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
08/15/2023	PJL	PD	Review open issues with plan.	0.60	1,295.00	\$777.00
08/16/2023	BJS	PD	Attention to liquidation analysis	0.30	1,595.00	\$478.50
08/16/2023	PJL	PD	Review correspondence on liquidation analysis and various responses to same.	0.40	1,295.00	\$518.00
08/17/2023	CRR	PD	Review, analysis re Southern States proposed Plan revisions.	0.50	1,095.00	\$547.50
08/17/2023	PJL	PD	Review correspondence sent by Southern States.	0.20	1,295.00	\$259.00
08/18/2023	BJS	PD	Various emails with D Swam regarding plan language	0.30	1,595.00	\$478.50
08/18/2023	PJL	PD	Review updated correspondence on Southern States and discuss same with C. Robinson.	0.20	1,295.00	\$259.00
08/20/2023	BJS	PD	A plan issues	0.30	1,595.00	\$478.50
08/21/2023	BJS	PD	Review draft DS Order	0.30	1,595.00	\$478.50
08/21/2023	PJL	PD	Attention to plan issues as flagged by United States Trustee's counsel.	0.60	1,295.00	\$777.00
08/21/2023	PJL	PD	Conference with C. Robinson regarding Southern States comments and Debtors' concerns.	0.40	1,295.00	\$518.00
08/22/2023	CRR	PD	Review UST revisions to Plan, balloting.	1.40	1,095.00	\$1,533.00
08/22/2023	CRR	PD	Respond to Southern States counsel re Plan revisions.	0.20	1,095.00	\$219.00
08/23/2023	PJL	PD	Review plan changes and comment to same.	1.30	1,295.00	\$1,683.50
08/23/2023	PJL	PD	Conference with C. Robinson regarding plan changes.	0.40	1,295.00	\$518.00
08/24/2023	BJS	PD	Attention to plan revisions, solicitation	0.30	1,595.00	\$478.50
08/24/2023	BJS	PD	Various emails with counsel regarding plan revisions	0.50	1,595.00	\$797.50
08/24/2023	BJS	PD	Review agenda and discuss with Colin Robinson; Telephone conference with Colin Robinson regarding plan issues	0.20	1,595.00	\$319.00
08/24/2023	CRR	PD	Review proposed plan revisions from Southern States.	1.00	1,095.00	\$1,095.00
08/24/2023	PJL	PD	Attend to issues related to confirmation and various correspondence regarding same.	0.90	1,295.00	\$1,165.50

Pachulski Stang Ziehl & Jones LLP
 Agway Farms O.C.C.
 Client 02312.00002

Page: 10
 Invoice 133755
 August 31, 2023

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
08/25/2023	BJS	PD	Attention to plan/solicitation issues	0.20	1,595.00	\$319.00
08/25/2023	BJS	PD	Review final Plan/Disclosure Statement	0.30	1,595.00	\$478.50
08/25/2023	CRR	PD	Review final version of solicitation documents.	1.50	1,095.00	\$1,642.50
08/25/2023	CRR	PD	Communicate with Debtors' counsel re final form of solicitation documents.	0.20	1,095.00	\$219.00
08/25/2023	PJL	PD	Review and sign-off on plan/solicitation procedures including discussion with C. Robinson.	0.40	1,295.00	\$518.00
08/26/2023	BJS	PD	Various emails with R Poppiti regarding plan issues	0.10	1,595.00	\$159.50
				<u>21.00</u>		<u>\$26,485.00</u>

TOTAL SERVICES FOR THIS MATTER:

\$35,719.00

Pachulski Stang Ziehl & Jones LLP
 Agway Farms O.C.C.
 Client 02312.00002

Page: 11
 Invoice 133755
 August 31, 2023

Expenses

08/03/2023	BM	Working Meals. Pizzeria - CRR	15.00
08/06/2023	RE2	COPY (28 @0.10 PER PG)	2.80
08/15/2023	RE2	COPY (68 @0.10 PER PG)	6.80
08/15/2023	RE2	COPY (2 @0.10 PER PG)	0.20
08/15/2023	RE2	COPY (2 @0.10 PER PG)	0.20
08/15/2023	RE2	COPY (24 @0.10 PER PG)	2.40
08/17/2023	RE2	COPY (3 @0.10 PER PG)	0.30
08/17/2023	RE2	COPY (6 @0.10 PER PG)	0.60
08/17/2023	RE2	COPY (2 @0.10 PER PG)	0.20
08/17/2023	RE2	COPY (2 @0.10 PER PG)	0.20
08/18/2023	RE2	COPY (2 @0.10 PER PG)	0.20
08/18/2023	RE2	COPY (2 @0.10 PER PG)	0.20
08/25/2023	RE2	COPY (132 @0.10 PER PG)	13.20
08/28/2023	RE2	COPY (63 @0.10 PER PG)	6.30
08/28/2023	RE2	COPY (66 @0.10 PER PG)	6.60
08/28/2023	RE2	COPY (63 @0.10 PER PG)	6.30
08/28/2023	RE2	COPY (66 @0.10 PER PG)	6.60
08/29/2023	RE2	COPY (2 @0.10 PER PG)	0.20
08/29/2023	RE2	COPY (1 @0.10 PER PG)	0.10
08/29/2023	RE2	COPY (2 @0.10 PER PG)	0.20
08/29/2023	RE2	COPY (1 @0.10 PER PG)	0.10
08/29/2023	RE2	COPY (2 @0.10 PER PG)	0.20
08/30/2023	RE2	COPY (2 @0.10 PER PG)	0.20
08/30/2023	RE2	COPY (2 @0.10 PER PG)	0.20
08/30/2023	RE2	COPY (54 @0.10 PER PG)	5.40
08/30/2023	RE2	COPY (29 @0.10 PER PG)	2.90
08/31/2023	PAC	Pacer - Court Research	6.15

Total Expenses for this Matter

\$83.75

Pachulski Stang Ziehl & Jones LLP
 Agway Farms O.C.C.
 Client 02312.00002

Page: 12
 Invoice 133755
 August 31, 2023

A/R STATEMENT

Outstanding Balance from prior invoices as of 08/31/2023			(May not include recent payments)	
<u>A/R Bill Number</u>	<u>Invoice Date</u>	<u>Fee Billed</u>	<u>Expenses Billed</u>	<u>Balance Due</u>
132071	03/28/2023	\$14,536.20	\$0.00	\$14,536.20
132072	03/28/2023	\$8,005.70	\$0.00	\$8,005.70
132316	03/31/2023	\$7,102.90	\$0.00	\$7,102.90
132925	04/30/2023	\$4,542.30	\$0.00	\$4,542.30
133693	06/30/2023	\$9,526.50	\$2.27	\$9,528.77
133700	06/30/2023	\$33,417.50	\$161.10	\$33,578.60
133715	07/31/2023	\$17,234.50	\$30.40	\$17,264.90
Total Amount Due on Current and Prior Invoices:				\$130,362.12